

GOODWIN PROCTER LLP
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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**FIRST AMENDED VERIFIED STATEMENT PURSUANT TO
BANKRUPTCY RULE 2019 OF GOODWIN PROCTER LLP**

ALLAN S. BRILLIANT certifies as follows:

1. I am an attorney and a member of the firm of Goodwin Procter LLP ("Goodwin"). I am admitted to practice before the State Courts of the State of New York and the State of Illinois, as well as, *inter alia*, the United States District Courts for the Southern District of New York and the Northern District of Illinois. On behalf of Goodwin, I hereby submit this first amended verified statement (the "First Amended Verified Statement"), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (as amended, the "Bankruptcy Rules"), in connection with Goodwin's representation in these chapter 11 cases of certain parties as set forth herein.
2. Goodwin previously filed its verified statement (the "Original Verified Statement") pursuant to Bankruptcy Rule 2019, dated October 24, 2005. After filing the Original

Verified Statement, Goodwin filed a Notice of Amendment to Annex A to Verified Statement pursuant to Bankruptcy Rule 2019 of Goodwin Procter LLP, dated October 26, 2005.

3. Goodwin filed the Original Verified Statement on account of its representation of, among others, certain lenders (collectively, the "Ad Hoc Committee"), for themselves and on behalf of certain funds and managed accounts, under that certain Third Amended and Restated Credit Agreement, dated as of June 14, 2005 (the "Prepetition Credit Agreement"), among Delphi Corporation, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other parties named therein. The Ad Hoc Committee resolved its objection to the Debtors' proposed postpetition financing which resolution was embodied in the "Final Order under 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e) and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors to Obtain Postpetition Financing, (II) to Utilize Cash Collateral and (III) Granting Adequate Protection to Prepetition Secured Parties," dated October 28, 2005 (the "Final DIP Order"). The terms of the Final DIP Order provide that the "Debtors shall pay the reasonable and documented fees and expenses of counsel to the Ad Hoc Committee of Pre-Petition Secured Lenders in connection with the Motion through the date of the Final Hearing in an aggregate amount not to exceed the cap previously agreed upon by the Debtors and such counsel." Final DIP Order at ¶ 12(c). As of the date hereof, the Ad Hoc Committee has been disbanded, and Goodwin's representation thereof has terminated.

4. As disclosed in the Original Verified Statement, Goodwin presently represents, individually and not as part of any group, Foreman Tool & Mold Corp. ("Foreman"), a supplier of the Debtors, in connection with matters unrelated to Goodwin's representation of

the Ad Hoc Committee or UGS (as defined below). Foreman is located at 3850 Swenson Avenue, Saint Charles, Illinois 60174.

5. Goodwin also presently represents, individually and not as part of any group, UGS Corp. ("UGS"), a creditor and party to certain agreements with the above-captioned debtors and debtors-in-possession, in connection with matters unrelated to Goodwin's representation of the Ad Hoc Committee or Foreman. UGS is located at 5800 Granite Parkway, Suite 600, Plano, Texas 75024.

6. As of the date hereof, Goodwin is not aware of any claim it holds against the Debtors, other than in connection with its representation of the Ad Hoc Committee as provided in the Final DIP Order. However, Goodwin may at some future time seek to have its fees and disbursements in connection with its representation of the parties set forth herein paid by the Debtors' estates pursuant to any applicable agreement or the Bankruptcy Code.

7. The undersigned certifies that this First Amended Verified Statement is true and accurate to the best of his knowledge and belief. Goodwin reserves the right to revise and supplement this First Amended Verified Statement.

Dated: New York, New York
January 4, 2006

GOODWIN PROCTER LLP

By: /s/ Allan S. Brilliant
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